

# Exhibit B

IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
Norfolk Division

R.M.S. TITANIC, INC.,  
successor-in-interest to  
Titanic Ventures, limited partnership,  
Plaintiff,

v.

Civil Action No. 2:93cv902

THE WRECKED AND ABANDONED VESSEL,  
ITS ENGINES, TACKLE, APPAREL,  
APPURTENANCES, CARGO, ETC., LOCATED  
WITHIN ONE (1) NAUTICAL MILE OF A POINT  
LOCATED AT 41 43/ 32' NORTH LATITUDE  
AND 49 56' 49" WEST LONGITUDE,  
BELIEVED TO BE THE R.M.S. TITANIC  
in rem,

Defendant.

**DECLARATION OF GILBERT LI IN SUPPORT OF PLAINTIFF'S MOTION TO  
APPROVE ASSET PURCHASE AGREEMENT AND AUTHORIZE THE SALE OF  
100% OF RMST'S STOCK TO PREMIER ACQUISITION HOLDINGS LLC**

I, Gilbert Li, declare under penalty of perjury, as follows:

1. I am a United States citizen and a Principal of Alta Fundamental Advisers LLC, whose principal place of business is located at 777 Third Avenue, Suite 19A, New York, NY 10017.
2. I am also a duly authorized representative of Premier Acquisition Holdings LLC, a Delaware limited liability company ("PAHL") and the Purchaser under the Asset Purchase Agreement dated as of June 14, 2018, by and among (i) Premier Exhibitions, Inc., a Florida corporation, (ii) Arts and Exhibitions International, LLC, a Florida limited liability company, (iii) Premier Exhibition Management LLC, a Florida limited liability company, (iv) Premier Exhibitions NYC, Inc., a Nevada corporation, (v) Premier Merchandising, LLC, a Delaware limited liability company, (vi) Premier Exhibitions International, LLC, a Delaware limited

liability company, (vii) Dinosaurs Unearthed Corp., a Delaware corporation; (viii) DinoKing Tech Inc. d/b/a Dinosaurs Unearthed, a company formed under the laws of British Columbia, (ix) RMS Titanic, Inc., a Florida corporation ("RMST"), solely for purposes of Article III, Article V, Article VII and Article VIII of the Asset Purchase Agreement, and PAHL, as amended by Amendment No. 1 to Asset Purchase Agreement dated as of September 14, 2018 (the "APA").

3. I submit this Declaration at the request of the United States, as *amicus*, and on behalf of its National Oceanic and Atmospheric Administration ("NOAA"), and in support of RMST's Motion to Approve Asset Purchase Agreement and Authorize the Sale of 100% of RMST's Stock to Premier Acquisition Holdings LLC (the "Motion to Approve").

4. After the closing of the Sale transactions under the APA, RMST will work on developing the following documents, which will be provided to the Court and NOAA:

- a. An updated business plan for the management and operation of Titanic Collection;
- b. A list of any artifacts in need of conservation work (including the 50 "wish list" artifacts), an explanation of any conservation work needed as determined by RMST's curation staff, and an estimated time frame for completing such conservation work;
- c. A collections management plan that complies with the C&Cs; and
- d. An analysis of any necessary changes to the reserve account and the quarterly monthly payments.

I declare under penalty of perjury pursuant to 28 U.S.C. Section 1746 that to the best of my knowledge and belief, the foregoing is true and correct. Executed on November 15<sup>th</sup>, 2018.

  
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Gilbert Li